

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

RESIDENTIAL CAPITAL, LLC, et al.

1177 Avenue of Americas
New York, NY 10036

Case No. 12-12020
Chapter 11

Jointly Administered

Monthly Operating Report for
the period from August 1, 2012 through August 31, 2012

MORRISON & FOERSTER LLP
(Debtors' Attorneys)

Monthly Operating Income (Loss): (\$12,596,031)

Report Preparer:

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the information contained therein is complete, accurate and truthful to the best of my knowledge.

Date: September 25, 2012

A handwritten signature in black ink, appearing to read 'James Whitlinger', is written over a horizontal line.

James Whitlinger
Chief Financial Officer

RESIDENTIAL CAPITAL, L.L.C., et al.
Case No. 12-12020
JOINTLY ADMINISTERED
DEBTORS IN POSSESSION
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A. Global Notes

1. Background

Residential Capital, LLC ("ResCap"), together with its subsidiaries, is a real estate finance company that primarily focuses on residential mortgage markets in the United States. Their primary and most valuable business operations consist of servicing mortgage loans for investors, including loans originated by Ally Bank and other third parties. As of June 30, 2012, ResCap was servicing approximately 2.3 million domestic residential mortgage loans.

2. Introduction

On May 14, 2012 (the "Commencement Date"), ResCap and certain of its subsidiaries (each a "Debtor" and collectively, the "Debtors"), filed voluntary petitions (the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 16, 2012, the United States Trustee for the Southern District of New York appointed a statutory committee of creditors pursuant to section 1102(a)(1) of the Bankruptcy Code. Information contained herein may differ from the Debtors' filings on the Commencement Date due to more accurate information becoming available.

3. Accounting Principles

The financial statements and supplemental information contained herein are preliminary and unaudited. In addition, the financial statements included in MOR-2 and MOR-3 represent the financial condition and results of operations of the consolidated ResCap group, which includes the Debtors and non-Debtor affiliates. The financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") as it applies to debtors in possession. The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and income and expenses during the reporting period. In developing these estimates and assumptions, management uses available evidence at the time of the financial statements. Because of uncertainties associated with estimating the amounts, timing and likelihood of possible outcomes, actual results could differ from our estimates. Supplemental information contained herein is generally presented on a cash and/or invoiced basis.

4. General Methodology

The Debtors prepared this Monthly Operating Report ("MOR") relying primarily upon the information set forth in its books and records. In preparing this MOR, the Debtors made reasonable efforts to supplement the information set forth in its books and records

with additional information concerning transactions that may not have been identified therein to the extent necessary.

5. Past Performance

The financial position and results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and as a result, may not reflect the consolidated financial position and results of operations of the Debtors in the future.

6. Carrying Value of Assets

Unless otherwise indicated, the values for assets contained in this MOR are book values as of the reporting period. Amounts ultimately realized from the disposition of the Debtors' assets may vary materially from their book value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

7. Liabilities Not Subject to Compromise

Although payment of prepetition claims generally is not permitted, the Bankruptcy Court has granted the Debtors the authority, but not the requirement, to pay certain pre-petition claims in designated categories and subject to certain terms and conditions. This relief generally was designed to preserve the value of the Debtors' businesses and assets. To the extent such claims have been categorized as "Liabilities Not Subject to Compromise," the Debtors reserve their right not to pay those amounts if they believe the payment not to be in the best interest of the Debtors' estates (collectively, the "Estate"). The Debtors have paid and intend to continue to pay undisputed post-petition obligations incurred in the ordinary course of their businesses.

8. Liabilities Subject to Compromise

As a result of commencing the Chapter 11 Cases, the payment of prepetition indebtedness is "Subject to Compromise" or other treatment under a chapter 11 plan. Generally, actions to enforce or otherwise effect payment of prepetition liabilities are stayed.

The filing of the Chapter 11 Cases constituted an event of default under, or otherwise triggered accelerated repayment obligations with respect to, a number of debt instruments and agreements relating to direct and indirect financial obligations of the Debtors (collectively, the "Prepetition Debt"). As a result, the Debtors' Prepetition Debt became automatically and immediately due and payable. The Debtors believe that any efforts to enforce the payment obligations in connection with the Prepetition debt have been stayed as a result of the filing of the Chapter 11 Cases.

9. Reservation of Rights

Given the complexity of the Debtors' businesses, inadvertent errors or omissions may have occurred in the preparation of this MOR. Accordingly, the Debtors hereby

reserve all rights to dispute the validity, status, enforceability or the executory nature of any claim amounts, representations or other statements in this MOR and reserve the right to amend or supplement this MOR, if necessary.

Nothing contained in this MOR shall constitute a waiver of the Debtors' rights or an admission with respect to the Chapter 11 Cases, including with respect to any issues involving the Debtors' ownership interests, substantive consolidation, equitable subordination, defenses and/or causes of action arising under chapter 5 of the Bankruptcy Code and any other applicable non-bankruptcy law.

B. Notes to Statement of Income (MOR-2)

Prior to the bankruptcy filing, the Debtors economically hedged the value of their mortgage servicing rights (MSR) with both derivative and nonderivative financial instruments. Subsequent to the bankruptcy filing, the Debtors no longer hedge the MSR asset. Under the terms of the stalking horse agreement, the ultimate purchase price paid for the MSRs being acquired is based on the unpaid principal balance of the underlying loans. As a result, while the MSR asset is economically exposed to changes in market conditions, in particular interest rates, the Debtors are no longer hedging this risk as it will not impact the proceeds received upon completion of the sale. Until the sale is completed, the value of the MSR will fluctuate with market conditions, impacting the Debtors' results of operations.

C. Notes to Balance Sheet (MOR-3)

In accordance with GAAP, ResCap is required to recognize certain assets and related liabilities that were legally transferred to variable interest entities through securitization transactions. These assets are not considered assets of the Debtors as the transfers satisfied the conditions of a legal sale to a bankruptcy-remote entity. At August 31, 2012, mortgage loans held for sale includes \$2.3 billion of delinquent loans (primarily GNMA loans) subject to conditional repurchase options whereby the Debtors have the option, but not the obligation, to repurchase delinquent assets from off-balance sheet securitizations. The corresponding \$2.3 billion liability is recorded in Other liabilities. At August 31, 2012, Finance receivables and loans, net, includes \$693.9 million related to private-label securitizations and secured borrowings that the Debtors are required to consolidate under GAAP. The corresponding liabilities are recorded in Collateralized borrowings in securitization trusts, \$537.4 million, and Other borrowings, \$148.2 million.

D. Notes to Accounts Receivable Reconciliation and Aging (MOR-5)

Due to the nature of the Debtors' businesses, an aging of accounts receivable is not indicative of collectability and therefore an aging of accounts receivables is not maintained. The majority of the accounts receivable are comprised of servicer advances made by the Debtors to the investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows in the event of borrower default or delinquency and have a priority claim to the cash flows in the event of foreclosure or liquidation. The

next largest component of the Debtors' accounts receivable balance is for governmental guarantees for loans in foreclosure.

E. Notes to Debtor Questionnaire (MOR-7)

1. Question 1 Notes

In accordance with the terms of the Debtor-in-Possession Credit Facility, during the month of August 2012 the GMAC Mortgage Borrower and Residential Funding Borrower entities transferred ownership of \$0.9 million and \$9.9 million in unpaid principal balance mortgage loans, respectively, to their respective special purpose entities, GMACM Trust and RFC Trust. The beneficial interests of the Trusts are owned entirely by the Borrower entities. While the loans were transferred, the Borrower entities retained all rights and privileges to the cashflows of such loans. For accounting purposes, the loans continue to be reported on the Borrower entities.

2. Question 2 Notes

a. The Debtors have control over custodial accounts which are used to disburse non-debtor owned funds to various parties pursuant to the Debtors' servicing business. The Debtors obtained Bankruptcy Court approval to continue to operate their servicing business in the ordinary course, including the disbursement of funds from these custodial accounts.

b. The Debtors are in compliance with the *Final Order under Bankruptcy Code Sections 105(a), 345, 363, 364, and 503(b)(1) and Bankruptcy Rules 6003 and 6004 Authorizing (I) Continued Use of Cash Management Services and Practices, (II) Continued Use of Existing Bank Accounts, Checks and Business Forms, (III) Implementation of Modified Cash Management Procedures and Use of Certain Bank Accounts Established in Connection with Use of Pre- And Post-Petition Lenders' Financing Facilities and Cash Collateral, (IV) Waiver of the Investment and Deposit Requirements of Bankruptcy Code Section 345, (V) Debtors to Honor Specified Outstanding Prepetition Payment Obligations, and (VI) Continuation of Intercompany Transactions and Granting Administrative Expense Status to Intercompany Claims* [Docket No. 393] (the "Cash Management Order"), approved on June 15, 2012.

c. As part of the Debtors' normal course of business, certain third parties make payments on the Debtors' behalf and the Debtors also disburse custodial funds from various custodial accounts which are not debtor-in-possession accounts. These payments are made in accordance with the applicable Court orders and are a necessary part of the Debtor's business operations.

3. Question 4 & 5 Notes

Insurance coverage for the Debtors is provided through policies maintained by Ally Financial Inc. ("Ally"). The Debtors reimburse Ally for their share of the insurance coverage in accordance with the terms and conditions of the shared service agreement

approved by the bankruptcy court. The Debtors have made all reimbursement payments to Ally for its insurance obligations. Since the Debtors do not directly contract for their own insurance coverage, the Debtors would not be the party to receive notices from the insurance providers regarding any lapse in coverage. The Debtors have confirmed with Ally that all necessary insurance policies remain in effect as of the date of this MOR.

4. Question 6 Notes

The Debtors have received Bankruptcy Court authority to pay certain pre-petition liabilities pursuant to the *Order under Bankruptcy Code sections 105, 507 and 541 and Bankruptcy Rule 6003, Authorizing, but not directing, the Debtors to Honor Certain Prepetition Obligations* [Docket No. 95] and the *Supplemental Order for Interim Relief Under Bankruptcy Code Sections 105(a), 362, 363, 502, 1107(a), and 1108 and Bankruptcy Rule 9019 (I) Authorizing the Debtors to Continue Implementing Loss Mitigation Programs; (II) Approving Procedures for Compromise and Settlement of Certain Claims, Litigations and Causes of Action; (III) Granting Limited Stay Relief to Permit Foreclosure and Eviction Proceedings, Borrower Bankruptcy Cases, and Title Disputes to Proceed; and (IV) Authorizing and Directing the Debtors to Pay Securitization Trustee Fees and Expenses* [Docket No. 391] (collectively, the “Payment Orders”). The Debtors have established procedures for the evaluation and approval of payments related to these specific prepetition liabilities. The Debtors believe that they are in compliance with the caps and noticing requirements in the Payment Orders.

5. Question 7 Notes

In the ordinary course of their businesses, the Debtors generate receivables from Ally Bank, Ally, and other affiliates as a result of hedging, servicing, origination, shared services, and other transactions between the Debtors and these affiliates. The Debtors are collecting amounts owed on these receivables in accordance with the agreements related to these services and post-petition practices.

6. Question 8 Notes

Consistent with relief granted by the bankruptcy court under the *Final Order Under Bankruptcy Code Sections 105(a), 363(b), 507(a), 1107 and 1108 and Bankruptcy Rule 6003 (i) Authorizing, but not directing, the Debtors to (a) Pay and Honor Prepetition Wages, Compensation, Employee Expense and Employee Benefit Obligations; and (b) Maintain and Continue Employee Compensation and Benefit Programs, and (ii) Directing Banks to Honor Prepetition Checks and Transfer Requests for Payment of Prepetition Employee Obligations* [Docket No. 393] (the “Wages Order”) and past practices, the Debtors’ payroll and related taxes are paid by Ally on the Debtors’ behalf, and the Debtors reimburse Ally for these payments. The Debtors are current with their payments to Ally and believe Ally has paid these obligations on the Debtors’ behalf.

7. Question 12 Notes

The Debtors have received Bankruptcy Court authority to pay pre-petition taxes pursuant to the *Final Order Under Bankruptcy Code Sections 105(a), 363, 506(a),*

507(a)(8), 541 and 1129 and Bankruptcy Rule 6003 Authorizing Payment of Taxes and Regulatory Fees [Docket No. 384]. The Debtors believe they are in compliance with the relief granted under this order.

8. Question 13 Notes

The Debtors do not consider post-petition invoices as past due or delinquent if such invoices are subject to dispute, or further review and/or reconciliation with the vendor.

As a result of the Bankruptcy Filing (“the Filing”), the Debtors have instituted new procedures surrounding their Procurement to Pay function to ensure that prepetition obligations are not inadvertently paid. These processes require significantly higher levels of manual intervention in the review, approval and vouching of invoices. During the period from May 14, 2012 to August 31, 2012, the Debtors have received a large volume of invoices that were in whole or part for prepetition goods and services. In some cases, invoices being received are already past due. The Debtors believe that this is a unique and one time situation and expect that the accounts payable aging will shortly return to a more normal cycle.

9. Question 14 Notes

Consistent with the agreements in place pre-petition, the Debtors’ payroll and related taxes are paid by Ally on the Debtors’ behalf. In accordance with the Wages Order, the Debtors continue to reimburse Ally for these payments. The Debtors are current with their payments to Ally and believe Ally has paid these obligations on the Debtors’ behalf in a timely manner.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: August 1, 2012 - August 31, 2012

Federal Tax I.D. # 20-1770738

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

(Reports for Rochester and Buffalo Divisions of Western District of New York are due 15 days after the end of the month, as are the reports for Southern District of New York.)

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	<u>MOR-1</u>	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<u>MOR-1 (CONT)</u>		X
Copies of bank statements			X
Cash disbursements journals		N/A	
Statement of Operations	<u>MOR-2</u>	X	
Balance Sheet	<u>MOR-3</u>	X	
Status of Post-petition Taxes	<u>MOR-4 (CONT)</u>		X
Copies of IRS Form 6123 or payment receipt		N/A	
Copies of tax returns filed during reporting period		N/A	
Summary of Unpaid Post-petition Debts	<u>MOR-4</u>	X	
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	<u>MOR-5</u>	X	
Taxes Reconciliation and Aging	<u>MOR-5</u>		X
Payments to Insiders and Professional	<u>MOR-6</u>	X	
Post-petition Status of Secured Notes, Leases Payable	<u>MOR-6</u>	X	
Debtor Questionnaire	<u>MOR-7</u>		X

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Authorized Individual* / s / James Whitlinger

Date 9/25/2012

Printed Name of Authorized Individual James Whitlinger

Date 9/25/2012

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: August 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

August 1, 2012 - August 31, 2012

(\$ in thousands)

	Consolidated Entities ⁽¹⁾	Ditech, LLC	DOA Holding Properties, LLC	ETS of Washington, Inc.	Executive Trustee Services, LLC	GMAC Mortgage USA Corporation	GMAC Residential Holding Company, LLC	Home Connects Lending Services, LLC	Passive Asset Transactions LLC
Case Number		12-12021	12-12022	12-12027	12-12028	12-12031	12-12033	12-12039	12-12044
Beginning Cash Balance	\$ 1,201,678	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 16	\$ 5	\$ 19
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	314,328	-	-	-	-	-	-	-	-
Hedge Proceeds	3,930	-	-	-	-	-	-	-	-
Returns on Servicer Advances	734,438	-	-	-	-	-	-	-	-
Loan and Securities Collections ⁽⁵⁾	68,850	-	-	-	-	-	-	-	2,506
Fee Income	86,546	-	-	-	-	-	-	-	-
Other Receipts, net	5,959	-	-	-	-	-	-	-	0
Total Receipts	1,214,051	-	-	-	-	-	-	-	2,506
Disbursements⁽²⁾									
Servicer Advances	(694,239)	-	-	-	-	-	-	-	-
Hedge Disbursements	(1,897)	-	-	-	-	-	-	-	-
Originations/Repurchases	(262,703)	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	(84,864)	-	-	-	-	-	(3)	-	-
Other Disbursements	(11,517)	-	-	-	-	-	-	-	-
Subtotal Disbursements	(1,055,221)	-	-	-	-	-	(3)	-	-
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(20,483)	-	-	-	-	-	-	-	-
Total Disbursements	(1,075,704)	-	-	-	-	-	(3)	-	-
Net Cash Flow (excl. intercompany, debt draws/paydowns)	138,347	-	-	-	-	-	(3)	-	2,506
Intercompany	2,553	-	-	-	-	-	-	-	(2,506)
Debt Draws/(Paydowns)	-	-	-	-	-	-	-	-	-
Net Cash Flow	140,900	-	-	-	-	-	(3)	-	0
Ending Cash Balance	\$ 1,342,579	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 13	\$ 5	\$ 19
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ 1,068	\$ (0)	\$ -	\$ (17)	\$ (721)	\$ -	\$ (5)	\$ (12)	\$ -

Note: Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

(5) Loan and Securities Collections line item includes amounts related to mortgage assets that were transferred from a debtor entity to a non-debtor trust in which the debtor entity retained the rights to the cash flow generated by the mortgage assets

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: August 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

August 1, 2012 - August 31, 2012

(\$ in thousands)

	RCSFJV2004 LLC	Residential Consumer Services, LLC	Residential Funding Mortgage Exchange, LLC	RFC Asset Holdings II, LLC	RFC Asset Management, LLC	RFC SFJV 2002, LLC	RFC Construction Funding, LLC	Total
Case Number	12-12051	12-12058	12-12059	12-12065	12-12066	12-12071	12-12069	
Beginning Cash Balance	\$ 8	\$ 350	\$ 25	\$ 85	\$ 10	\$ 11	\$ 483	\$ 1,203,570
Receipts								
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	314,328
Hedge Proceeds	-	-	-	-	-	-	-	3,930
Returns on Servicer Advances	-	-	-	-	-	-	-	734,438
Loan and Securities Collections ⁽⁵⁾	-	-	-	1,019	-	-	-	72,374
Fee Income	-	-	-	-	-	-	-	86,546
Other Receipts, net	-	244	-	-	-	-	-	6,203
Total Receipts	-	244	-	1,019	-	-	-	1,217,820
Disbursements⁽²⁾								
Servicer Advances	-	-	-	-	-	-	-	(694,239)
Hedge Disbursements	-	-	-	-	-	-	-	(1,897)
Originations/Repurchases	-	-	-	-	-	-	-	(262,703)
Accounts Payable and Payroll	(1)	-	-	(2)	(1)	(1)	-	(84,872)
Other Disbursements	-	-	-	-	-	-	-	(11,517)
Subtotal Disbursements	(1)	-	-	(2)	(1)	(1)	-	(1,055,229)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	(20,483)
Total Disbursements	(1)	-	-	(2)	(1)	(1)	-	(1,075,712)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	(1)	244	-	1,016	(1)	(1)	-	142,108
Intercompany	-	-	-	(47)	-	-	-	0
Debt Draws/(Paydowns)	-	-	-	-	-	-	-	-
Net Cash Flow	(1)	244	-	969	(1)	(1)	-	142,108
Ending Cash Balance	<u>\$ 7</u>	<u>\$ 595</u>	<u>\$ 25</u>	<u>\$ 1,054</u>	<u>\$ 9</u>	<u>\$ 10</u>	<u>\$ 483</u>	<u>\$ 1,345,678</u>
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ (1)	\$ (245)	\$ -	\$ (66)	\$ (1)	\$ (1)	\$ -	\$ -

Note: Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

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(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

(5) Loan and Securities Collections line item includes amounts related to mortgage assets that were transferred from a debtor entity to a non-debtor trust in which the debtor entity retained the rights to the cash flow generated by the mortgage assets

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: August 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

May 14, 2012 - August 31, 2012

(\$ in thousands)

	Consolidated Entities ⁽¹⁾	Ditech, LLC	DOA Holding Properties, LLC	ETS of Washington, Inc.	Executive Trustee Services, LLC	GMAC Mortgage USA Corporation	GMAC Residential Holding Company, LLC	Home Connects Lending Services, LLC	Passive Asset Transactions LLC
Case Number		12-12021	12-12022	12-12027	12-12028	12-12031	12-12033	12-12039	12-12044
Beginning Cash Balance	\$ 472,830	\$ 856	\$ 11	\$ 13	\$ -	\$ 500	\$ 23	\$ 5	\$ 1,315
Receipts									
Loan Sales/Redelevies/Claims Proceeds	870,658	-	-	-	-	-	-	-	-
Hedge Proceeds	120,749	-	-	-	-	-	-	-	-
Returns on Servicer Advances	2,519,088	-	-	-	-	-	-	-	-
Loan and Securities Collections ⁽⁵⁾	190,694	-	-	-	-	-	-	-	7,581
Fee Income	261,541	-	-	-	-	-	-	-	-
Other Receipts, net	66,100	-	-	-	-	-	-	-	19
Total Receipts	4,028,830	-	-	-	-	-	-	-	7,600
Disbursements⁽²⁾									
Servicer Advances	(2,652,596)	-	-	-	-	-	-	-	-
Hedge Disbursements	(30,146)	-	-	-	-	-	-	-	-
Originations/Repurchases	(925,870)	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	(172,308)	-	-	-	-	-	(10)	-	-
Other Disbursements	(31,423)	-	-	-	-	-	-	-	(29)
Subtotal Disbursements	(3,812,342)	-	-	-	-	-	(10)	-	(29)
Retained Professional Fees / Reorganization Costs	(4,379)	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(67,913)	-	-	-	-	-	-	-	-
Total Disbursements	(3,884,635)	-	-	-	-	-	(10)	-	(29)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	144,195	-	-	-	-	-	(10)	-	7,571
Intercompany	13,504	-	-	-	-	(500)	-	-	(8,867)
Debt Draws/(Paydowns)	712,050	-	-	-	-	-	-	-	-
Net Cash Flow	869,749	-	-	-	-	(500)	(10)	-	(1,296)
Ending Cash Balance	\$ 1,342,579	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 13	\$ 5	\$ 19
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ 3,528	\$ (1)	\$ -	\$ (39)	\$ (2,381)	\$ (0)	\$ (5)	\$ (27)	\$ -

Note: Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

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In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: August 1-31, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾

May 14, 2012 - August 31, 2012

(\$ in thousands)

	RCSFJV2004 LLC	Residential Consumer Services, LLC	Residential Funding Mortgage Exchange, LLC	RFC Asset Holdings II, LLC	RFC Asset Management, LLC	RFC SFJV 2002, LLC	RFC Construction Funding, LLC	Total
Case Number	12-12051	12-12058	12-12059	12-12065	12-12066	12-12071	12-12069	
Beginning Cash Balance	\$ 4	\$ -	\$ 25	\$ 55	\$ 6	\$ 6	\$ 483	\$ 476,131
Receipts								
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	870,658
Hedge Proceeds	-	-	-	-	-	-	-	120,749
Returns on Servicer Advances	-	-	-	-	-	-	-	2,519,088
Loan and Securities Collections ⁽⁵⁾	-	-	-	4,962	-	-	-	203,238
Fee Income	-	-	-	-	-	-	-	261,541
Other Receipts, net	-	798	-	-	-	-	-	66,916
Total Receipts	-	798	-	4,962	-	-	-	4,042,190
Disbursements⁽²⁾								
Servicer Advances	-	-	-	-	-	-	-	(2,652,596)
Hedge Disbursements	-	-	-	-	-	-	-	(30,146)
Originations/Repurchases	-	-	-	-	-	-	-	(925,870)
Accounts Payable and Payroll	(5)	-	-	(7)	(4)	(4)	-	(172,337)
Other Disbursements	-	-	-	-	-	-	-	(31,452)
Subtotal Disbursements	(5)	-	-	(7)	(4)	(4)	-	(3,812,401)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	(4,379)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	(67,913)
Total Disbursements	(5)	-	-	(7)	(4)	(4)	-	(3,884,693)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	(5)	798	-	4,956	(4)	(4)	-	157,497
Intercompany	8	(203)	-	(3,957)	7	8	-	-
Debt Draws/(Paydowns)	-	-	-	-	-	-	-	712,050
Net Cash Flow	3	595	-	999	3	4	-	869,547
Ending Cash Balance	<u>\$ 7</u>	<u>\$ 595</u>	<u>\$ 25</u>	<u>\$ 1,054</u>	<u>\$ 9</u>	<u>\$ 10</u>	<u>\$ 483</u>	<u>\$ 1,345,678</u>
Expenses Paid On Behalf of / (By) Other Debtor Entities	(1)	(815)	-	(256)	(1)	(1)	-	-

Note: Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

(5) Loan and Securities Collections line item includes amounts related to mortgage assets that were transferred from a debtor entity to a non-debtor trust in which the debtor entity retained the rights to the cash flow generated by the mortgage assets

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: August 1-31, 2012

US Trustee Disbursement / Expense Summary
August 2012 (USD)

Debtor	Case Number	Tax ID	August 2012 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for August 2012	Allocated August 2012 Monthly Disbursements
Residential Funding Company, LLC ¹	12-12019	23-1694840	N/A	N/A	N/A
Residential Capital, LLC ¹	12-12020	45-5064887	N/A	N/A	N/A
GMAC Mortgage, LLC ¹	12-12032	20-1770738	N/A	N/A	N/A
GMACM Borrower LLC ¹	12-12035	93-0891336	N/A	N/A	N/A
RFC Borrower LLC ¹	12-12068	45-5065558	N/A	N/A	N/A
Consolidated Subtotal- 5 Debtor Entities			\$ (1,075,703,754)	\$ 1,067,624	\$ (1,074,636,130)

Debtor	Case Number	Tax ID	August 2012 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for August 2012	Allocated August 2012 Monthly Disbursements
Ditech, LLC	12-12021	23-2887228	\$ -	\$ (73)	\$ (73)
DOA Holding Properties, LLC	12-12022	26-1424257	-	-	-
DOA Properties IX (Lots-Other), LLC	12-12023	26-2783274	-	-	-
EPRE LLC	12-12024	26-2747974	-	-	-
Equity Investments I, LLC	12-12025	02-0632797	-	-	-
ETS of Virginia, Inc.	12-12026	26-4051445	-	-	-
ETS of Washington, Inc.	12-12027	45-2910665	-	(16,562)	(16,562)
Executive Trustee Services, LLC	12-12028	23-2778943	-	(721,129)	(721,129)
GMAC - RFC Holding Company, LLC	12-12029	23-2593763	-	-	-
GMAC Model Home Finance I, LLC	12-12030	26-2748469	-	-	-
GMAC Mortgage USA Corporation	12-12031	20-4796930	-	-	-
GMAC Residential Holding Company, LLC	12-12033	91-1902190	(2,987)	(4,710)	(7,698)
GMACRH Settlement Service, LLC	12-12034	23-3036156	-	-	-
GMACM REO LLC	12-12036	45-5222043	-	-	-
GMACR Mortgage Products, LLC	12-12037	03-0536369	-	-	-
HFN REO SUB II, LLC	12-12038	None	-	-	-
Home Connects Lending Services, LLC	12-12039	25-1849412	-	(12,023)	(12,023)
Homecomings Financial Real Estate Holdings, LLC	12-12040	26-2736869	-	-	-
Homecomings Financial, LLC	12-12042	51-0369458	-	-	-
Ladue Associates, Inc.	12-12043	23-1893048	-	-	-
Passive Asset Transactions, LLC	12-12044	51-0404130	-	-	-
PATI A, LLC	12-12045	26-3722729	-	-	-
PATI B, LLC	12-12046	26-3722937	-	-	-
PATI Real Estate Holdings, LLC	12-12047	27-0515201	-	-	-
RAHI A, LLC	12-12048	26-3723321	-	-	-
RAHI B, LLC	12-12049	26-3723553	-	-	-
RAHI Real Estate Holdings, LLC	12-12050	27-0515287	-	-	-
RCSFJV2004, LLC	12-12051	20-3802772	(787)	(787)	(1,573)
Residential Accredit Loans, Inc.	12-12052	51-0368240	-	-	-
Residential Asset Mortgage Products, Inc.	12-12053	41-1955181	-	-	-
Residential Asset Securities Corporation	12-12054	51-0362653	-	-	-
Residential Consumer Services of Alabama, LLC	12-12055	63-1105449	-	-	-
Residential Consumer Services of Ohio, LLC	12-12056	34-1754796	-	-	-
Residential Consumer Services of Texas, LLC	12-12057	75-2510515	-	-	-
Residential Consumer Services, LLC	12-12058	20-4812167	-	(244,974)	(244,974)
Residential Funding Mortgage Exchange, LLC	12-12059	41-1674247	-	-	-
Residential Funding Mortgage Securities I, Inc.	12-12060	75-2006294	-	-	-
Residential Funding Mortgage Securities II, Inc.	12-12061	41-1808858	-	-	-
Residential Funding Real Estate Holdings, LLC	12-12062	26-2736505	-	-	-
Residential Mortgage Real Estate Holdings, LLC	12-12063	26-2737180	-	-	-
RFC - GSAP Servicer Advance, LLC	12-12064	26-1960289	-	-	-
RFC Asset Holdings II, LLC	12-12065	41-1984034	(2,193)	(65,776)	(67,970)
RFC Asset Management, LLC	12-12066	06-1664678	(1,120)	(795)	(1,916)
RFC Construction Funding, LLC	12-12069	41-1925730	-	-	-
RFC REO LLC	12-12070	45-5222407	-	-	-
RFC SFJV-2002, LLC	12-12071	06-1664670	(795)	(795)	(1,591)
Subtotal - 46 Other Debtor Entities			\$ (7,883)	\$ (1,067,624)	\$ (1,075,508)

Total Amounts for All Debtor Entities	\$ (1,075,711,638)	\$ -	\$ (1,075,711,638)
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Notes
¹ Disbursements of Residential Capital, LLC; GMAC Mortgage, LLC; Residential Funding Company, LLC; GMACM Borrower, LLC; and RFC Borrower, LLC were consolidated due to the difficulty of separating each individual entity.

CONTINUATION SHEET FOR MOR-1

Re: Residential Capital, LLC, et al.
SDNY. Bankr. No. 12-12020

Debtors' Statements with respect to Bank Account Reconciliations and Copies of Bank Statements

Bank Account Reconciliations

The Debtors affirm that reconciliations for all open and active non-custodial accounts are prepared and maintained by the Debtors. Bank account reconciliations are not attached to this monthly operating report, however, if the U.S. Trustee requests copies, the Debtors will provide all reconciliations as soon as practical. Accounts are reconciled on a monthly basis. The Debtors maintain approximately 100 non-custodial accounts, attaching bank reconciliations would be administratively burdensome.

Bank Statements

The Debtors affirm that bank statements for all open and active non-custodial accounts are maintained by the Debtors.

Copies of bank statements are not attached to this monthly operating report, however, if the U.S. Trustee requests copies, the Debtors will provide them as soon as practical. The Debtors maintain approximately 100 non-custodial accounts, attaching bank statements would be administratively burdensome.

In re Residential Capital, LLC, et al.

Case No. 12-12020

Debtor

Reporting Period: August 1-31, 2012

Condensed Consolidated Statement of Income (unaudited)^(A)

Debtor-in-possession

(\$ in thousands)

	08/01/2012 - 08/31/2012	05/14/2012 - 08/31/2012
Revenue		
Interest income	\$ 22,366	\$ 85,689
Interest expense	17,694	65,364
Net financing revenue	4,672	20,325
Other revenue		
Servicing fees	66,258	212,529
Servicing asset valuation and hedge activities, net	(7)	(197,352)
Total servicing income (loss), net	66,251	15,177
Gain on mortgage loans, net	16,117	45,843
Gain on foreclosed real estate	1,527	3,665
Other revenue, net	16,512	47,694
Total other revenue	100,407	112,379
Total net revenue	105,079	132,704
Provision for loan losses	(397)	(1,501)
Noninterest expense		
Representation and warranty expense, net	889	30,988
Mortgage fines and penalties	-	(76,824)
Compensation and benefits	38,318	129,024
Other noninterest expense, net	56,101	146,973
Total noninterest expense	95,308	230,161
Income (loss) from continuing operations before reorganization expense and income tax expense	10,168	(95,956)
Reorganization expense		
Professional fees	22,417	55,060
Debt issuance & facility commitment fees	217	59,145
Total reorganization expense	22,634	114,205
Income (loss) from continuing operations before income tax expense	(12,466)	(210,161)
Income tax expense	130	4,545
Net income (loss) from continuing operations	(12,596)	(214,706)
Loss from discontinued operations, net of tax	-	(127)
Net income (loss)	\$ (12,596)	\$ (214,833)

(A) Non-Debtor Entity Net Income (Loss)

\$ 302 \$ (194)

Non-debtor entity net income is before the elimination of transactions with debtor entities.

The accompanying financial statements have been prepared in accordance with guidelines applicable in a Chapter 11 reorganization. These financial statements are subject to change as a result of determinations of the bankruptcy court.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: August 1-31, 2012

Condensed Consolidated Balance Sheet (unaudited)^(A)

Debtor-in-possession

(\$ in thousands)

	August 31, 2012	July 31, 2012
Assets		
Cash and cash equivalents	\$ 1,402,572	\$ 1,264,292
Mortgage loans held-for-sale	4,087,841	4,128,092
Finance receivables and loans, net		
Consumer	711,489	724,747
Commercial	531	938
Allowance for loan losses	(7,843)	(7,759)
Total finance receivables and loans, net	704,177	717,926
Mortgage servicing rights	935,022	934,293
Accounts receivable, net	3,108,045	3,182,777
Other assets	374,562	378,778
Total assets	\$ 10,612,219	\$ 10,606,158

Liabilities

Liabilities not subject to compromise:

Borrowings		
Debtor-in-Possession superpriority secured credit facility	\$ 1,260,000	\$ 1,260,000
Debtor-in-Possession superpriority secured credit facility - Ally Financial Inc.	169,905	169,905
Borrowings from Ally Financial Inc.	1,133,178	1,133,178
Collateralized borrowings in securitization trusts	537,379	545,511
Other borrowings	300,255	318,376
Total borrowings	3,400,717	3,426,970
Other liabilities	2,764,188	2,726,872
Total liabilities not subject to compromise	6,164,905	6,153,842

Liabilities subject to compromise	4,220,595	4,213,587	(B)
Total liabilities	10,385,500	10,367,429	

Equity		
Member's interest	11,755,962	11,755,962
Accumulated deficit	(11,462,982)	(11,450,386)
Accumulated other comprehensive loss	(66,261)	(66,847)
Total equity	226,719	238,729
Total liabilities and equity	\$ 10,612,219	\$ 10,606,158

(A) Non-Debtor Entity Balances		
Total assets	\$ 325,134	\$ 301,546
Total liabilities	\$ 246,398	\$ 223,576

Non-debtor entity balances are before the elimination of balances and transactions with debtor entities.

(B) Liabilities subject to compromise consist of the following:

Junior secured notes	\$ 2,328,292	\$ 2,328,292
Senior unsecured notes	672,480	672,480
Foreign unsecured notes	289,271	285,894
Interest payable	148,689	148,469
Liability for representation and warranty obligations	639,365	639,233
Reserve for legal proceedings	65,319	64,609
Accounts payable	20,255	17,013
Other	56,924	57,597
Total liabilities subject to compromise	\$ 4,220,595	\$ 4,213,587

The accompanying financial statements have been prepared in accordance with guidelines applicable in a Chapter 11 reorganization. These financial statements are subject to change as a result of determinations of the bankruptcy court.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: August 1-31, 2012

SUMMARY OF UNPAID POST-PETITION DEBTS

Attach aged listing of accounts payable.

	Number of Days Past Due					Total
	Current	1-30	31-60	61-90	Over 91	
Accounts Payable ⁽¹⁾⁽²⁾	\$ 2,349,412	\$ 1,162,192	\$ 640,277	\$ 262,526	\$ -	\$ 4,414,406
Total Post-petition Debts⁽³⁾⁽⁴⁾	\$ 2,349,412	\$ 1,162,192	\$ 640,277	\$ 262,526	\$ -	\$ 4,414,406

⁽¹⁾Aging is based on date due, terms are generally 30-60 day

⁽²⁾The Debtors do not consider post-petition invoices as past due or delinquent if such invoices are subject to dispute, or further review and/or reconciliation with the vendor.

⁽³⁾Includes all invoiced accounts payable items.

⁽⁴⁾Employee wages for the Debtors are paid by Ally. The Debtors reimburse Ally for its share of the employee wages. The Debtors sought and received Bankruptcy Court approval to continue this practice post-petition. The Debtors are current with their reimbursements to Ally.

Explain how and when the Debtor intends to pay any past due post-petition debts.

Please refer to the Global Footnotes E.8: Notes to Debtor Questionnaire (MOR-7): Question 13 Notes

STATUS OF POST-PETITION TAXES

Debtors' Statement with Respect to Status of Post-Petition Taxes

Post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, and are authorized to be paid under the relief granted by the Bankruptcy Court are current. There are no material tax disputes or reconciliations. Post-petition tax information is not attached to this monthly operating report, however if the U.S. Trustee requests copies, the Debtors will provide a status update on post-petition taxes as soon as practical.

The Debtors are parties to Tax Sharing Agreements with Ally, which provide for the filing of consolidated returns by Ally for Federal and certain state income taxes. Prior to the filing of bankruptcy, the Debtors would reimburse Ally for their portion of the tax liability, if any. As a result of the filing for Chapter 11, the Debtors do not have authority to pay either pre or post-petition tax obligations under these Tax Sharing Agreements.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: August 1-31, 2012

ACCOUNTS RECEIVABLE RECONCILIATION

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable Advances, net of reserves	\$ 2,007,529,301
Plus: Accounts Receivable Claims/Fees, net of reserves	1,023,899,980
Total Accounts Receivable at the end of the reporting period	\$ 3,031,429,281

Accounts Receivable	Total Advances ^(a)	Service Fees	Late Fees	Gov't Claims ^(b)	Interest HFS	Total
Primary	\$ 570,454,774	\$ -	\$ -	\$ -	\$ -	\$ 570,454,774
Master	189,974,104	-	-	-	-	189,974,104
FHLMC	87,673,197	5,134,455	3,768,120	-	-	96,575,772
FNMA	195,108,633	13,486,866	8,347,423	-	-	216,942,923
GNMA	66,089,220	11,323,127	5,649,960	980,314,909	-	1,063,377,217
Third Party Investors	579,691,940	16,072,512	10,485,638	-	-	606,250,090
Subserviced	204,725,811	7,816,651	371,435	-	-	212,913,898
ResCap HFS	153,062,683	-	354,173	-	13,994,826	167,411,682
Other	9,065	26,994,432	11,297,235	-	-	38,300,732
Total Accounts Receivable	\$ 2,046,789,428	\$ 80,828,043	\$ 40,273,985	\$ 980,314,909	\$ 13,994,826	\$ 3,162,201,191
Less: Reserve for Bad Debt	39,260,127	26,994,432	11,297,235	53,220,117	-	130,771,911
Net Accounts Receivable	\$ 2,007,529,301	\$ 53,833,611	\$ 28,976,750	\$ 927,094,793	\$ 13,994,826	\$ 3,031,429,281

(a) Primary & Master represent P&I only

(b) Government claims include accrued interest

Note: Due to the nature of the Debtors' businesses, an aging of accounts receivable is not indicative of collectability and therefore an aging of accounts receivables is not maintained. The majority of the Debtors' accounts receivable are comprised of servicer advances made to investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows current in the event of borrower default or delinquency and the Debtors have a priority claim to the cash flows in the event of foreclosure or liquidation. The next largest component of the Debtors' accounts receivable balance is related to governmental guarantees for loans in foreclosure.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: August 1-31, 2012

PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31) (A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE
Ally Bank	Servicing/Origination Related	\$ 53,990,027	\$ 208,328,480
Ally Bank	Loan Purchases	28,735,001	61,708,445
Ally Bank	DOJ Settlement	-	19,905,108
Ally Commercial Finance LLC	Servicing Related	460,947	2,018,906
Ally Financial Inc.	Payments for Shared Service	17,569,385	17,569,385
Ally Financial Inc.	Payroll	35,972,315	88,544,226
Ally Financial Inc.	Interest on Affiliated Borrowings	2,742,006	7,317,903
Ally Investment Management, LLC	Derivatives Collateral, net	1,897,399	30,146,112
Debtors' Officers & Directors, paid via Ally	Payroll	1,327,427	3,491,849
Independent Directors (Board of Directors)	Payroll, Travel	82,967	239,356
TOTAL PAYMENTS TO INSIDERS		\$ 142,777,474	\$ 439,269,771

Note: Certain of the affiliate transactions with Ally Bank are pass-through cash flows that the Debtor receives into its account and remits to Ally Bank the same day. Due to the requirements of the loan servicing system, cash is received into Debtor accounts on behalf of Ally Bank; these funds are then remitted from the Debtor accounts to Ally Bank on a daily basis in accordance with Regulation W.

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED DURING MONTH	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
AlixPartners LLP		\$ -	\$ -	\$ -	\$ 862,627
Carpenter Lipps & Leland LLP		-	-	-	455,232
Centerview Partners LLC		-	-	-	600,000
Curtis, Mallet-Prevost, Colt & Mosle LLP		-	-	-	275,034
Deloitte & Touche LLP ⁽¹⁾		-	-	-	295,866
Dorsey & Whitney LLP		-	-	-	357,288
Fortace, LLC		-	-	-	362,241
KPMG LLP		-	-	-	361,640
Kramer Levin Naftalis & Frankel LLP		-	-	-	5,259,192
Kurtzman Carson Consultants LLC ⁽²⁾	5/16/2012	2,817,885	-	4,214,176	7,032,061
Kurtzman Carson Consultants LLC		-	-	-	94,074
Moelis & Company LLC		-	-	-	583,484
Morrison & Foerster LLP		-	-	-	7,179,856
Orrick, Herrington & Sutcliffe LLP		-	-	-	311,868
Rubenstein Associates, Inc.		-	-	-	30,541
Towers Watson		-	-	-	19,535
TOTAL PAYMENTS TO PROFESSIONALS		\$ 2,817,885	\$ -	\$ 4,214,176	\$ 24,080,539

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

⁽¹⁾ A portion of the monthly invoices will be reimbursed by Nationstar Mortgage for services performed at their request.

⁽²⁾ The Debtors are authorized to compensate the Claims and Noticing Agent in accordance with the terms of the Engagement Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by the Claims and Noticing Agent. The payments only include invoiced fees, no accruals are listed.

POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
Ally Financial Inc.	\$ 2,742,006	\$ 2,742,006	\$ -
Barclays Bank, PLC	15,124,403	15,124,403	-
Citibank, N.A.	1,144,812	1,144,812	-
Digital Lewisville LLC	261,630	261,630	-
FannieMae	120,401	120,401	-
Houlihan Lokey	206,792	206,792	-
Shearman & Sterling LLP	476,966	476,966	-
White & Case LLP	667,642	667,642	-
US Bank	332,332	332,332	-
TOTAL AMOUNTS	\$ 21,076,984	\$ 21,076,984	\$ -

Note: Adequate Protection Payments consisting of current post-petition payments of interest at the non-default rate is calculated based on the Revolver balance of \$400 million. If the Plan Support Agreement is terminated pursuant to its terms, the Lenders shall be entitled to payment of interest on the full amount outstanding under the Revolver, including all accrued and unpaid interest thereon.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: August 1-31, 2012

DEBTOR QUESTIONNAIRE		
Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.	Yes	No
1 Have any assets been sold or transferred outside the normal course of business this reporting period?	X	
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?	X	
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on prepetition liabilities this reporting period?	X	
7 Are any post-petition receivables (accounts, notes or loans) due from related parties?	X	
8 Are any post-petition payroll taxes past due?		X
9 Are any post-petition State or Federal income taxes past due?		X
10 Are any post-petition real estate taxes past due?		X
11 Are any other post-petition taxes past due?		X
12 Have any prepetition taxes been paid during this reporting period?	X	
13 Are any amounts owed to post-petition creditors delinquent?	X	
14 Are any wage payments past due?		X
15 Have any post-petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

*See Global Notes Section E. Notes to Debtor Questionnaire (MOR-7) for form explanations